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**ANNUAL AUDITED REPORT  
FORM X-17A-5  
PART III****FACING PAGE**

**Information Required of Brokers and Dealers Pursuant to Section 17 of the  
Securities Exchange Act of 1934 and Rule 17a-5 Thereunder**

REPORT FOR THE PERIOD BEGINNING 10/01/01 AND ENDING 09/30/02  
MM/DD/YY MM/DD/YY

**A. REGISTRANT IDENTIFICATION**

NAME OF BROKER-DEALER:

NDX Trading, Inc.

ADDRESS OF PRINCIPAL PLACE OF BUSINESS: (Do not use P.O. Box No.)

3433 Broadway St., NE Suite 290

(No. and Street)

Minneapolis

(City)

Minnesota

(State)

55413

(Zip Code)

NAME AND TELEPHONE NUMBER OF PERSON TO CONTACT IN REGARD TO THIS REPORT

**B. ACCOUNTANT IDENTIFICATION**

INDEPENDENT PUBLIC ACCOUNTANT whose opinion is contained in this Report\*

Cheshier &amp; Fuller, L.L.P.

(Name - if individual, state last, first, middle name)

14175 Proton Rd.

(Address)

Dallas

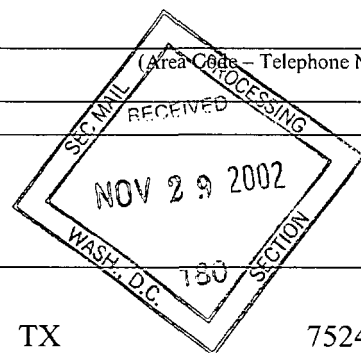
(City)

TX

(State)

75244

(Zip Code)

**CHECK ONE:**

- ☒ Certified Public Accountant  
☐ Public Accountant  
☐ Accountant not resident in United States or any of its possessions.

FOR OFFICIAL USE ONLY

**PROCESSED****DEC 19 2002****P THOMSON  
FINANCIAL**

\*Claims for exemption from the requirement that the annual report be covered by the opinion of an independent public accountant must be supported by a statement of facts and circumstances relied on as the basis for the exemption. See section 240.17a-5(e)(2).

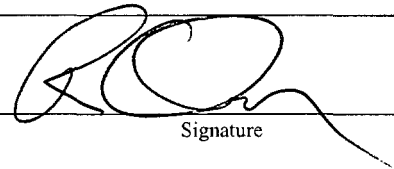
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12/12/02

## OATH OR AFFIRMATION

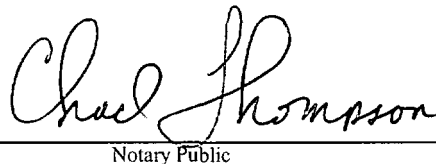
I, Robert Overby, swear (or affirm) that, to the best of my knowledge and belief the accompanying financial statement and supporting schedules pertaining to the firm of NDX Trading, Inc., as of September 30, 2002, are true and correct. I further swear (or affirm) that neither the company nor any partner, proprietor, principal officer or director has any proprietary interest in any account classified solely as that of a customer, except as follows:

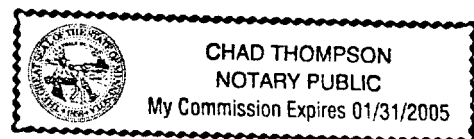
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

  
Signature

\_\_\_\_\_  
President  
Title

  
Notary Public



This report\*\* contains (check all applicable boxes):

- ☒ (a) Facing page.
- ☒ (b) Statement of Financial Condition.
- ☒ (c) Statement of Income (Loss).
- ☒ (d) Statement of Cash Flows
- ☒ (e) Statement of Changes in Stockholders' Equity or partners' or Sole Proprietor's Capital.
- ☒ (f) Statement of Changes in Liabilities Subordinated to Claims of Creditors.
- ☒ (g) Computation of Net Capital.
- ☒ (h) Computation for Determination of Reserve Requirements Pursuant to Rule 15c3-3.
- ☒ (i) Information Relating to the Possession or control Requirements Under Rule 15c3-3.
- ☒ (j) A Reconciliation, including appropriate explanation, of the Computation of Net Capital Under Rule 15c3-1 and the Computation for Determination of the Reserve Requirements Under Exhibit A of Rule 15c3-3.
- ☐ (k) A Reconciliation between the audited and unaudited Statements of Financial Condition with respect to methods of consolidation.
- ☒ (l) An Oath or Affirmation.
- ☐ (m) A copy of the SIPC Supplemental Report.
- ☐ (n) A report describing any material inadequacies found to exist or found to have existed since the date of the previous audit.
- ☒ (o) Independent auditor's report on internal control

\*\*For conditions of confidential treatment of certain portions of this filing, see section 240.17a-5(e)(3).

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NDX TRADING, INC.  
REPORT PURSUANT TO RULE 17a-5(d)  
YEAR ENDED SEPTEMBER 30, 2002

NDX TRADING, INC.

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***Cheshier & Fuller, L.L.P.***

CERTIFIED PUBLIC ACCOUNTANTS & CONSULTANTS

MEMBERS:  
AMERICAN INSTITUTE OF  
CERTIFIED PUBLIC ACCOUNTANTS  
SEC PRACTICE SECTION OF AICPA  
TEXAS SOCIETY OF CERTIFIED  
PUBLIC ACCOUNTANTS  
CPA AMERICA INTERNATIONAL  
AN AFFILIATE OF HORWATH INTERNATIONAL

14175 PROTON ROAD  
DALLAS, TEXAS 75244-3692  
PHONE: 972-387-4300  
800-834-8586  
FAX: 972-960-2810  
WWW.CHESHIER-FULLER.COM

### INDEPENDENT AUDITOR'S REPORT

Board of Directors and Stockholders  
NDX Trading, Inc.

We have audited the accompanying statement of financial condition of NDX Trading, Inc. as of September 30, 2002 and the related statements of income, changes in stockholders' equity, changes in liabilities subordinated to claims of general creditors, and cash flows for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with U. S. generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of NDX Trading, Inc. as of September 30, 2002, and the results of its operations and its cash flows for the year then ended in conformity with U. S. generally accepted accounting principles.

Our audit was made for the purpose of forming an opinion on the basic financial statements taken as a whole. The information contained in the Schedules I and II is presented for purposes of additional analysis and is not a required part of the basic financial statements, but is supplementary information required by rule 17a-5 of the Securities and Exchange Commission. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

  
CHESHIER & FULLER, L.L.P.

Dallas, Texas  
October 30, 2002

NDX TRADING, INC.  
Statement of Financial Condition  
September 30, 2002

**ASSETS**

Cash	\$ 220,092
Receivable from brokers and dealers and clearing organizations	39,285
Other assets	<u>11,132</u>
	<u>\$ 270,509</u>

The accompanying notes are an integral part of these financial statements.

NDX TRADING, INC.  
Statement of Financial Condition  
September 30, 2002

**LIABILITIES AND STOCKHOLDERS' EQUITY**

**Liabilities**

Accrued expenses	\$ 21,234
Due to Parent	<u>62,860</u>
	<u>84,094</u>

**Stockholders' equity**

Common stock, 10,000 shares authorized with no par value, 2,000 shares issued and outstanding	44,225
Retained earnings	<u>142,190</u>
Total stockholders' equity	<u>186,415</u>
	<u>\$ 270,509</u>

The accompanying notes are an integral part of these financial statements.

NDX TRADING, INC.  
Statement of Income  
For the Year Ended September 30, 2002

**Revenues**

Securities commissions	\$3,382,264
Interest income	<u>6,634</u>
	<u>3,388,898</u>

**Expenses**

Employee compensation and benefits	790,236
Commissions and clearance paid to all other brokers	624,834
Communications	166,867
Regulatory fees and expenses	16,200
Other expenses	<u>1,914,048</u>
	<u>3,512,185</u>

Net loss before income taxes (123,287)

(Provision)/benefit for income taxes

Federal	\$ 32,050	
State	<u>3,248</u>	<u>35,298</u>

Net loss \$ (87,989)

The accompanying notes are an integral part of these financial statements.



NDX TRADING, INC.  
Statement of Changes in Stockholders' Equity  
For the Year Ended September 30, 2002

	<u>Common Stock</u>	<u>Retained Earnings</u>	<u>Total</u>
Balances at September 30, 2001	\$ 44,225	\$ 230,179	\$ 274,404
Net loss	<u>          </u>	<u>(87,989)</u>	<u>(87,989)</u>
Balances at September 30, 2002	<u>\$ 44,225</u>	<u>\$ 142,190</u>	<u>\$ 186,415</u>

The accompanying notes are an integral part of these financial statements.

NDX TRADING, INC.  
Statement of Changes in Liabilities Subordinated  
to Claims of General Creditors  
For the Year Ended  
September 30, 2002

Balance at September 30, 2001	\$ -0-
Increases	-0-
Decreases	<u>-0-</u>
Balance at September 30, 2002	<u>\$ -0-</u>

The accompanying notes are an integral part of these financial statements.

NDX TRADING, INC.  
Statement of Cash Flows  
For the Year Ended September 30, 2002

**Cash flows from operating activities:**

Net loss	\$ (87,989)
Adjustments to reconcile net loss to net cash provided (used) by operating activities:	
Change in assets and liabilities:	
Increase in receivable from brokers and dealers	(473)
Decrease in other assets	1,369
Increase in accrued expenses	16,227
Decrease in due to Parent	<u>(241,736)</u>
Net cash provided (used) by operating activities	<u>(312,602)</u>

**Cash flows from investing activities:**

Net cash provided (used) by investing activities	<u>-0-</u>
--	------------

**Cash flows from financing activities:**

Net cash provided (used) by financing activities	<u>-0-</u>
Net decrease in cash	(312,602)
Cash at beginning of period	<u>532,694</u>
Cash at end of period	<u>\$ 220,092</u>

**Supplemental Disclosures**

Cash paid for:

Income taxes	<u>\$ 1,842</u>
Interest	<u>\$ -0-</u>

The accompanying notes are an integral part of these financial statements.

NDX TRADING, INC.  
Notes to Financial Statements  
September 30, 2002

Note 1 - Summary of Significant Accounting Policies

NDX Trading, Inc. (the "Company") is a broker-dealer in securities registered with the Securities and Exchange Commission under (S.E.C.) Rule 15c3-3 (k)(2)(ii) which provides that all the funds and securities belonging to the Company's customers would be handled by a clearing broker-dealer. The Company is a wholly-owned subsidiary of NDX Holdings (the "Parent").

Security transactions are recorded on a trade date basis. Commission income and expenses are recorded on a settlement date basis, generally the third business day following the transaction. If materially different, commission income and expenses are recorded on a trade date basis.

Approximately 90% of the Company's customers are located in the State of Minnesota and 10% in the state of Texas.

Depreciation is provided for using an accelerated method over a period of one to five years which does not materially differ from generally accepted accounting principles. All fixed assets were fully depreciated at September 30, 2002.

The preparation of financial statements in conformity with U. S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**Compensated Absences**

Compensated absences have not been accrued because the amount cannot be reasonably estimated.

NDX TRADING, INC.  
Notes to Financial Statements  
September 30, 2002

Note 2 - Net Capital Requirements

Pursuant to the net capital provisions of Rule 15c3-1 of the Securities and Exchange Act of 1934, the Company is required to maintain a minimum net capital, as defined under such provisions. Net capital and the related net capital ratio may fluctuate on a daily basis. At September 30, 2002, the Company had net capital of approximately \$174,498 and net capital requirements of \$8,086. The Company's ratio of aggregate indebtedness to net capital was .7 to 1. The Securities and Exchange Commission permits a ratio of no greater than 15 to 1.

Note 3 - Possession or Control Requirements

The Company does not have any possession or control of customer funds or securities. There were no material inadequacies in the procedures followed in adhering to the exemptive provisions of (S.E.C.) Rule 15c3-3(k)(2)(ii) by promptly transmitting all customer funds and securities to the clearing broker who carries the customer accounts.

Note 4 - Income Taxes

The Company files a consolidated income tax return with the Parent. Income taxes are recorded using the separate company method to comply with FASB Statement 109. Any resulting provision or benefit for income taxes is recorded as receivable from or payable to the Parent. If the Company were to file a separate income tax return for the year ended September 30, 2002, it would have a net operating loss of approximately \$123,287, which would be carried back to offset previously taxed income. The current year tax benefit of \$37,140 is netted against the payable due the Parent.

Note 5 - Related Party Consulting Agreements

The Parent has agreed by contract to provide telephone service, administrative services, office equipment and other overhead expenses to the Company. Expenses incurred under this contract through September 30, 2002 were \$1,768,093. \$100,000 was due at September 30, 2002 related to this contract less the tax benefit of \$37,140 (Note 4).

NDX TRADING, INC.  
Notes to Financial Statements  
September 30, 2002

Note 6 - Concentrations of Credit Risk Arising From Cash Deposits in Excess of Insured Limits

The Company maintains cash balances in a bank insured by the Federal Deposit Insurance Corporation, in excess of federally insured limits.

Note 7 - Commitments and Contingencies

Included in the Company's clearing agreement with its clearing broker-dealer, is an indemnification clause. This clause relates to instances where the Company's customers fail to settle security transactions. In the event this occurs, the Company will indemnify the clearing broker-dealer to the extent of the net loss on the unsettled trade. At September 30, 2002, management of the Company had not been notified by the clearing broker-dealer, nor were they otherwise aware, of any potential losses relating to this indemnification.

Note 8 - Retirement Plan

The Company sponsors a 401(k) salary reduction retirement plan. The plan covers all employees who are at least 21 years of age with at least one year of service and work in excess of 20 hours per week or 1,000 hours per year. Employees may elect to defer a portion of their gross salaries under the plan. The Company provides a discretionary contribution equal to a percentage of each employee's salary reduction. This percentage is determined annually. The Company's contribution for the year ended September 30, 2002 was \$-0-.

Supplemental Information  
Pursuant to Rule 17a-5 of the  
Securities Exchange Act of 1934  
For the Year Ended  
September 30, 2002

## Schedule I

NDX TRADING, INC.  
Computation of Net Capital Under Rule 15c3-1  
of the Securities and Exchange Commission  
As of September 30, 2002

### COMPUTATION OF NET CAPITAL

Total stockholders' equity qualified for net capital	\$ 186,415
Add:	
Other deductions or allowable credits	<u>-0-</u>
Total capital and allowable subordinated liabilities	186,415
Deductions and/or charges	
Non-allowable assets:	
Other assets	<u>11,132</u>
Net capital before haircuts on securities positions	175,283
Haircuts on securities (computed, where applicable, pursuant to rule 15c3-1(f))	
Other securities	<u>785</u>
Net capital	<u>\$ 174,498</u>

### AGGREGATE INDEBTEDNESS

Items included in statement of financial condition	
Accrued expenses	\$ 21,234
Due to Parent	<u>100,000</u>
Total aggregate indebtedness	<u>\$ 121,234</u>



**Schedule I (continued)**

**NDX TRADING, INC.**  
**Computation of Net Capital Under Rule 15c3-1**  
**of the Securities and Exchange Commission**  
**As of September 30, 2002**

**COMPUTATION OF BASIC NET CAPITAL REQUIREMENT**

Minimum net capital required (6-2/3% of total aggregate indebtedness)	<u>\$ 8,086</u>
Minimum dollar net capital requirement of reporting broker or dealer	<u>\$ 5,000</u>
Net capital requirement (greater of above two minimum requirement amounts)	<u>\$ 8,086</u>
Net capital in excess of required minimum	<u>\$ 166,412</u>
Excess net capital at 1000%	<u>\$ 162,375</u>
Ratio: Aggregate indebtedness to net capital	<u>.7 to 1</u>

**RECONCILIATION WITH COMPANY'S COMPUTATION**

The following serves to reconcile differences in the computation of net capital under Rule 15c3-1 from the Company's computation:

Net capital, as reported in the Company's Part II (unaudited) FOCUS report	\$ 151,886
Accrual of income tax benefit	37,140
Accrued expenses	(14,558)
Miscellaneous	<u>30</u>
Net capital per audited report	<u>\$ 174,498</u>

## **Schedule II**

NDX TRADING, INC.

Computation for Determination of Reserve Requirements Under

Rule 15c3-3 of the Securities and Exchange Commission

As of September 30, 2002

### **EXEMPTIVE PROVISIONS**

The Company has claimed an exemption from Rule 15c3-3 under section (k)(2)(ii), in which all customer transactions are cleared through another broker-dealer on a fully disclosed basis.

Company's clearing firm:      Southwest Securities, Inc.

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Independent Auditor's Report

On Internal Control

Required By SEC Rule 17a-5

Year Ended

September 30, 2002



***Cheshier & Fuller, L.L.P.***

CERTIFIED PUBLIC ACCOUNTANTS & CONSULTANTS

MEMBERS:  
AMERICAN INSTITUTE OF  
CERTIFIED PUBLIC ACCOUNTANTS  
SEC PRACTICE SECTION OF AICPA  
TEXAS SOCIETY OF CERTIFIED  
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DALLAS, TEXAS 75244-3692  
PHONE: 972-387-4300  
800-834-8586  
FAX: 972-960-2810  
WWW.CHESHIER-FULLER.COM

INDEPENDENT AUDITOR'S REPORT ON INTERNAL  
CONTROL REQUIRED BY SEC RULE 17a-5

The Board of Directors and Stockholders  
NDX Trading, Inc.

In planning and performing our audit of the financial statements and supplemental schedules of NDX Trading, Inc. (the "Company"), for the year ended September 30, 2002, we considered its internal control, including control activities for safeguarding securities, in order to determine our auditing procedures for the purpose of expressing our opinion on the financial statements and not to provide assurance on internal control.

Also, as required by rule 17a-5(g)(1) of the Securities Exchange Commission (SEC), we have made a study of the practices and procedures followed by the Company including tests of such practices and procedures that we considered relevant to the objectives stated in rule 17a-5(g) in making the periodic computations of aggregate indebtedness and net capital under rule 17a-3(a)(11) and for determining compliance with the exemptive provisions of rule 15c3-3. Because the Company does not carry securities accounts for customers or perform custodial functions relating to customer securities, we did not review the practices and procedures followed by the Company in any of the following:

1. Making quarterly securities examinations, counts, verifications, and comparisons
2. Recordation of differences required by rule 17a-13
3. Complying with the requirements for prompt payment for securities under Section 8 of Federal Reserve Regulation T of the Board of Governors of the Federal Reserve System

The management of the Company is responsible for establishing and maintaining internal control and the practices and procedures referred to in the preceding paragraph. In fulfilling this responsibility, estimates and judgments by management are required to assess the expected benefits and related costs of controls and of the practices and procedures referred to in the preceding paragraph and to assess whether those practices and procedures can be expected to achieve the SEC's above-mentioned objectives.

Two of the objectives of internal control and the practices and procedures are to provide management with reasonable but not absolute assurance that assets for which the Company has responsibility are safeguarded against loss from unauthorized use or disposition and that transactions are executed in accordance with management's authorization and recorded properly to permit the preparation of financial statements in accordance with U. S. generally accepted accounting principles. Rule 17a-5(g) lists additional objectives of the practices and procedures listed in the preceding paragraph.

Because of inherent limitations in internal control or the practices and procedures referred to above, error or fraud may occur and not be detected. Also, projection of any evaluation of them to future periods is subject to the risk that they may become inadequate because of changes in conditions or that the effectiveness of their design and operation may deteriorate.

Our consideration of internal control would not necessarily disclose all matters in internal control that might be material weaknesses under standards established by the American Institute of Certified Public Accountants. A material weakness is a condition in which the design or operation of the specific internal control components does not reduce to a relatively low level the risk that error or fraud in amounts that would be material in relation to the financial statements being audited may occur and not be detected within a timely period by employees in the normal course of performing their assigned functions. However, we noted no matters involving internal control, including control activities for safeguarding securities, that we consider to be material weaknesses as defined above.

We understand that practices and procedures that accomplish the objectives referred to in the second paragraph of this report are considered by the SEC to be adequate for its purposes in accordance with the Securities Exchange Act of 1934 and related regulations, and that practices and procedures that do not accomplish such objectives in all material respects indicate a material inadequacy for such purposes. Based on this understanding and on our study, we believe that the Company's practices and procedures were adequate at September 30, 2002, to meet the SEC's objectives.

This report is intended solely for the information and use of the Board of Directors, management, the SEC, the National Association of Securities Dealers, Inc., and other regulatory agencies that rely on rule 17a-5(g) under the Securities Exchange Act of 1934 in their regulation of registered brokers and dealers, and is not intended to be and should not be used by anyone other than these specified parties.

  
CHESHER & FULLER, L.L.P.

Dallas, Texas  
October 30, 2002